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7 Attorneys for  
BLACK & VEATCH CONSTRUCTION, INC.  
8 and BLACK & VEATCH CORPORATION

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*Pro Hac Vice* Application to Be Filed

10 UNITED STATES BANKRUPTCY COURT  
11 NORTHERN DISTRICT OF CALIFORNIA  
12 SAN FRANCISCO DIVISION  
13

14 In Re:  
15 PG&E CORPORATION,  
16 - and -  
17 PACIFIC GAS AND ELECTRIC  
18 COMPANY,  
19 Debtors.

Bankruptcy Case  
Case No.: 19-30088-DM (Lead Case)  
Chapter 11  
  
(Jointly Administered)

**WITNESS AND EXHIBIT LIST OF  
BLACK & VEATCH CONSTRUCTION,  
INC. AND BLACK & VEATCH  
CORPORATION  
May 27, 2020, 10:00 a.m. Hearing**

Pursuant to the Court's May 13, 2020 Order Establishing Confirmation Hearing Protocol, creditors and parties-in-interest Black & Veatch Construction, Inc. and Black & Veatch Corporation identify the following exhibits and witnesses in support of their Limited Objection to Joint Chapter 11 Plan Regarding Proposed Cure Amounts. *See* ECF Nos. 7182, 7240. Due to the voluminous nature of the exhibits, copies are being provided directly to the Debtors' counsel.

A = Offered & Admitted w/o objection Ex. = Offered, but objected to and excluded D.B. = Admitted, de bene				Ltd. = Admitted for limited purposes X = Offered & Admitted over objection N.O. = Marked but not offered W.D. = Offered then withdrawn
Exhibit Number	Action Taken	Date	Time	Description
1				Program Management Agreement (also known as a Master Services Agreement) dated March 31, 2010 (Contract No. 4400004265) between Black & Veatch Corp. and Pacific Gas and Electric Company and any amendments thereto
2				Contract No. 4400009280 dated August 31, 2015 between BVCOR and PG&E and any amendments thereto <sup>1</sup>
3				Contract No. C10500 dated August 31, 2018 between BVCOR and PG&E and any amendments thereto <sup>1</sup>
4				Contract No. C12959 dated December 28, 2018 between BVCOR and PG&E and any amendments thereto <sup>1</sup>
5				Master Services Agreement: C747 (formerly 4400010155) which was executed on or about September 14, 2017 between Black & Veatch Construction, Inc. and PG&E and any amendments thereto <sup>1</sup>
6				BVCOR's September 17, 2019 Proof of Claim No. 8959 (and any amendments thereto) in the amount of \$1,087,758.72 <sup>1</sup>
7				BVCOR's September 27, 2019 Proof of Claim No. 10053 (and any amendments thereto) in the amount of \$21,854.96 <sup>1</sup>
8				BVCI's September 17, 2019 Proof of Claim No. 9024 (and any amendments thereto) in the amount of \$4,399,650.00 <sup>1</sup>
9				BVCI's October 7, 2019 Proof of Claim No. 16931 (and any amendments thereto) in the amount of \$15,303,317.72 <sup>1</sup>

10				Declaration of Jun Yang dated May 15, 2020 <sup>1</sup>
11				Exhibit 1 to Declaration of Jun Yang dated May 15, 2020 <sup>1</sup>
				RESERVED
				RESERVED
				Any other exhibit introduced by any other party.
				Any other exhibit for rebuttal.

**Witness List**

Jun Yang, Legal and Risk Management Analyst for Black & Veatch Construction, Inc. and Black & Veatch Corporation

Jeffrey J. Stamm, Division Financial Officer-Telecom, Black & Veatch Corporation

David C. Mendelsohn, Division Financial Officer-Power, Black & Veatch Construction, Inc.

Angela Hoffman, Division Financial Officer-Water, Black & Veatch Corporation

Any witness of any other party.

Any witness for rebuttal.

Dated: May 18, 2020

Baker Botts LLP

By: /s/ Natalie Sanders

Jonathan Shapiro

Natalie Sanders

Attorney for Black & Veatch Corp. and Black & Veatch Construction, Inc.

Dated: May 18, 2020

Husch Blackwell LLP

By: /s/ Michael D. Fielding

Michael D. Fielding

Attorney for Black & Veatch Corp. and Black & Veatch Construction, Inc.

*Pro Hac Vice* Application to Be Filed

**Certificate of Service**

I hereby certify that on May 18, 2020, a true and correct copy of the above and foregoing was served upon filing, via the CM/ECF system which sent notification to Debtor's counsel and all parties participating in the CM/ECF system in this matter.

I further certify that on May 18, 2020, a copy of the above and foregoing along with copies of the referenced exhibits were served via email on:

- i. The attorneys for the Debtors, (A) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. (stephen.karotkin@weil.com), Jessica Liou, Esq. (jessica.liou@weil.com), and Matthew Goren, Esq. (matthew.goren@weil.com)), (B) Keller Benvenuti Kim LLP, 650 California Street, Suite 1900, San Francisco, California 94108 (Attn: Tobias S. Keller, Esq. (tkeller@kbkllp.com) and Jane Kim, Esq. (jkim@kbkllp.com)), and (C) Cravath, Swaine & Moore LLP, Worldwide Plaza, 825 Eighth Avenue, New York, New York 10019 (Attn: Paul H. Zumbro, Esq. (pzumbro@cravath.com), Kevin J. Orsini, Esq. (korsini@cravath.com), and Omid H. Nasab, Esq. (onasab@cravath.com));

I further certify that on May 18, 2020, I have also caused a true and correct copy of the above and foregoing to be served via email on the following parties-in-interest:

- ii. Clerk, U.S. Bankruptcy Court for the Northern District of California, 450 Golden Gate Avenue, 18th Floor, San Francisco, California 94102;
- iii. The Debtors, c/o PG&E Corporation and Pacific Gas and Electric Company, 77 Beale Street, P.O. Box 770000, San Francisco, California 94177 (Attn: Janet Loduca, Esq.);
- iv. The U.S. Trustee, 450 Golden Gate Avenue, 5th Floor, Suite 05-0153, San Francisco, California 94102 (Attn: James L. Snyder, Esq. (James.L.Snyder@usdoj.gov) and Timothy Laffredi, Esq. (Timothy.S.Laffredi@usdoj.gov));
- v. The attorneys for the administrative agent under the Debtors' debtor-in-possession financing facility, (A) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Kristopher M. Hansen, Esq. (khansen@stroock.com), Erez E. Gilad, Esq. (egilad@stroock.com), and Matthew G. Garofalo, Esq. (mgarofalo@stroock.com)) and (B) Stroock & Stroock & Lavan LLP, 2029 Century Park East, Los Angeles, California 90067-3086 (Attn: Frank A. Merola, Esq. (fmerola@stroock.com));
- vi. The attorneys for the collateral agent under the Debtors' debtor-in-possession financing facility, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Eli J. Vonnegut, Esq. (eli.vonnegut@davispolk.com), David Schiff, Esq. (david.schiff@davispolk.com) and Timothy Graulich, Esq. (timothy.graulich@davispolk.com));
- vii. The attorneys for the CPUC, Paul, Weiss, Rifkind, Wharton & Ganison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064 (Attn: Alan W. Kornberg, Esq. (akornberg@paulweiss.com), Brian S. Hermann, Esq., (bhermann@paulweiss.com), R.

- 1 Rieman, Esq. (wrieman@paulweiss.com), A. Mitchell, Esq. (smitchell@paulweiss.com),  
2 Neal P. Donnelly, Esq., (ndonnelly@paulweiss.com));
- 3 viii. The attorneys for the Creditors Committee, (A) Milbank LLP, 55 Hudson Yards, New York,  
4 New York 10001-2163 (Attn: Dennis F. Dunne, Esq. (DDunne@milbank.com) and Samuel  
5 A. Kahlil, Esq. (skhalil@milbank.com)) and (B) Milbank LLP, 2029 Century Park East, 33  
6 Floor, Los Angeles, California 90067 (Attn: Gregory A. Bray, Esq., bgray@milbank.com,  
7 and Thomas R. Kreller, Esq. (TKreller@milbank.com));
- 8 ix. The attorneys for the Tort Claimants Committee, (A) Baker & Hostetler LLP, 1160 Battery  
9 Street, Suite 100, San Francisco, California 94111 (Attn: Robert A. Julian, Esq.  
10 (rjulian@bakerlaw.com) and Cecily A. Dumas, Esq. (cdumas@bakerlaw.com)) and (B)  
11 Baker & Hostetler LLP, 11601 Wilshire Boulevard, Suite 1400, Los Angeles, California,  
12 90025-0509 (Attn: Eric E. Sagerman, Esq. (esagerman@bakerlaw.com) and Lauren T.  
13 Attard, Esq. (lattard@bakerlaw.com));
- 14 x. The attorneys for the Ad Hoc Group of Subrogation Claim Holders, (A) Willkie Farr &  
15 Gallagher LLP, 787 Seventh Avenue, New York, New York 10019-6099 (Attn: Matthew A.  
16 Feldman, Esq. (mfeldman@willkie.com), Joseph G Minias Esq. (gminias@willkie.com),  
17 Benjamin P. McCallen Esq. (bmccallen@willkie.com), · and Daniel I. Forman Esq.  
18 (dforman@willkie.com) and (B) Diemer & Wei, LLP, 100 West San Fernando Street, Suite  
19 555, San Jose, California 95113 (Attn: Kathryn S. Diemer (kdiemer@diemerwei.com));
- 20 xi. The attorneys for the Shareholder Proponents, Jones Day, 555 South Flower Street, Fiftieth  
21 Floor, Los Angeles, California 90071-2300 (Attn: Bruce S. Bennett, Esq.  
22 (bbennett@jonesday.com), Joshua M. Mester, Esq. (jmester@jonesday.com), and James O.  
23 Johnston, Esq. (jjohnston@jonesday.com)); and
- 24 xii. The attorneys for the Ad Hoc Committee of Senior Unsecured Noteholders,  
25 (A) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York,  
26 10036 Michael S. Stamer, Esq., (mstamer@akingump.com), S. Dizengoff, Esq.,  
27 (idizengoff@akingump.com), H. Botter, Esq., dbotter@akingump.com), Abid Qureshi, Esq.  
28 (aqureshi@akingump.com) and (B) Akin Gump Strauss Hauer & Feld LLP, 580 California  
Street, Suite 1500, San Francisco, California 94104 (Attn: Ashley Vinson Crawford, Esq. (avcrawford@akingump.com)).

/s/Natalie Young